

# Exhibit 6

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As filed with the Securities and Exchange Commission on May 14, 2010

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**Shangri-La Tibetan Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**British Virgin Islands**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**Not applicable**  
(I.R.S. Employer  
Identification Number)

**53 Niwang Rd  
Shangri-La County, Diqing,  
Yunnan Province, China 674400  
(+86) 887 823 2158**  
(Address, including zip code, and telephone number;  
including area code, of principal executive offices)

**CT Corporation System  
111 Eighth Avenue  
New York, New York 10011  
(800) 624-0909**  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

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*Copies to:*

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Three James Center, 1051 East Cary Street, 12th Floor  
Richmond, Virginia 23219  
(804) 771-5700 – telephone  
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.**

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee
Ordinary Shares <sup>(2)</sup>	\$15,000,000	\$1,069.50
Ordinary Shares <sup>(3)</sup>	\$2,835,000	\$202.14
Placement Agent's Warrants <sup>(3)</sup>	\$187	\$0.01
Ordinary Shares Underlying Placement Agent's Warrants <sup>(4)</sup>	\$1,875,000	\$133.69
<b>Total</b>	<b>\$19,710,187</b>	<b>\$1,405.34<sup>(5)</sup></b>

<sup>(1)</sup> The registration fee for securities is based on an estimate of the aggregate offering price of the securities, assuming the sale of the securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(a).

<sup>(2)</sup> In accordance with Rule 416(a), the Registrant is also registering an indeterminate number of additional ordinary shares that shall be issuable pursuant to Rule 416 to prevent dilution resulting from share splits, share dividends or similar transactions.

<sup>(3)</sup> This registration statement also covers the resale under a separate resale prospectus by selling shareholders of up to 354,375 ordinary shares previously issued to such selling shareholders named in the resale prospectus. The registrant will not receive any proceeds from the sale of these shares. For purposes of this calculation, the Registrant has assumed the sale of these securities at the midpoint of the high and low anticipated offering prices set forth in the prospectus.

<sup>(4)</sup> We have agreed to issue, on the closing date of this offering, warrants to our Placement Agent, Anderson & Strudwick, Incorporated (the "Placement Agent"), to purchase up to 10 percent of the aggregate number of ordinary shares sold by the Registrant (the "Placement Agent's Warrants"). The price to be paid by the Placement Agent for the Placement Agent's Warrants is \$0.001 per warrant. Each Placement Agent's Warrant may be exercised to purchase one of our ordinary shares. The closing date will be a date mutually acceptable to the Placement Agent and the Registrant after the minimum offering has been sold; provided, however, that the closing date will be on or before October 31, 2010. Assuming a maximum placement, on the closing date the Placement Agent would receive 187,500 Placement Agent's Warrants at an aggregate purchase price of \$187. The exercise price of the Placement Agent's Warrants is equal to 125% of the price of the ordinary shares offered hereby. Assuming a maximum placement and an exercise price of \$10.00 per share, we would receive, in the aggregate, \$1,875,000 upon exercise of the Placement Agent's Warrants. The ordinary shares underlying the Placement Agent's Warrants are exercisable within one year of the date of this registration statement and are deemed to commence simultaneously with the Placement Agent's Warrants.

<sup>(5)</sup> Paid herewith.

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**EXPLANATORY NOTE**

This registration statement contains a prospectus to be used in connection with the initial public offering of up to 1,875,000 of the registrant's ordinary shares on a best-efforts, minimum/maximum basis through the Placement Agent named on the cover page of that prospectus (the "IPO Prospectus"). In addition, the registrant is registering on this registration statement the resale of up to 354,375 ordinary shares (the "Registrable Securities") held by selling shareholders. Consequently, this registration statement contains a second prospectus to cover these possible resales (the "Resale Prospectus") by certain of the registrant's shareholders named under the Resale Prospectus (the "selling shareholders"). The IPO Prospectus and the Resale Prospectus are substantively identical, except for the following principal points:

- they contain different front and rear covers (including table of contents);
- they contain different Offering sections in the Prospectus Summary section beginning on page 1;
- they contain different Use of Proceeds sections on page 41;
- the Dilution section is deleted from the Resale Prospectus on page 46;
- a Selling Shareholders section is included in the Resale Prospectus beginning on page 46;
- references in the IPO Prospectus to the Resale Prospectus will be deleted from the Resale Prospectus; and
- the Placement section from the IPO Prospectus on page 104 is deleted from the Resale Prospectus and a Plan of Distribution is inserted in its place.

The registrant has included in this Registration Statement, after the financial statements, alternate pages to reflect the foregoing differences.

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED MAY 14, 2010**



**SHANGRI-LA TIBETAN PHARMACEUTICALS, INC.**

**Minimum Offering: 1,500,000 Ordinary Shares**

**Maximum Offering: 1,875,000 Ordinary Shares**

This is the initial public offering of Shangri-La Tibetan Pharmaceutical, Inc., a British Virgin Islands company. We are offering a minimum of 1,500,000 and a maximum of 1,875,000 our ordinary shares. None of our officers, directors or affiliates may purchase shares in this offering.

We expect that the offering price will be between \$7.50 and \$8.50 per ordinary share. No public market currently exists for our ordinary shares. The offering price will be determined by the Placement Agent and the Company taking into account apparent demand for the ordinary shares, financial market conditions, market conditions for the Company, and other considerations as deemed to be relevant. We have applied for approval for quotation on the NASDAQ Global Market under the symbol "TBET" for the ordinary shares we are offering. We believe that upon the completion of the offering contemplated by this prospectus, we will meet the standards for listing on the NASDAQ Global Market.

Investing in these ordinary shares involves significant risks. See "[Risk Factors](#)" beginning on page 11 of this prospectus.

	<u>Per Ordinary Share</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price	\$ 8.00	\$ 12,000,000	\$ 15,000,000
Placement discount	\$ 0.56	\$ 840,000	\$ 1,056,000
Proceeds to us, before expenses	\$ 7.44	\$ 11,160,000	\$ 13,950,000

We expect our total cash expenses for this offering to be approximately \$600,000, exclusive of the above commissions. In addition, we will pay the Placement Agent a non-accountable expense allowance of 1% of the amount of the offering, or \$187,500 (maximum offering, exclusive of shares registered under Rule 462(b)) or \$150,000 (minimum offering). The Placement Agent must sell the minimum number of securities offered (1,500,000 ordinary shares) if any are sold. The Placement Agent is required to use only its best efforts to sell the securities offered. The offering will terminate upon the earlier of: (i) a date mutually acceptable to us and our Placement Agent after which the minimum offering is sold or (ii) October 31, 2010. Until we sell at least 1,500,000 ordinary shares, all investor funds will be held in an escrow account at SunTrust Bank, Richmond, Virginia. If we do not sell at least 1,500,000 ordinary shares by October 31, 2010, all funds will be promptly returned to investors (within one business day) without interest or deduction. If we complete this offering, net proceeds will be delivered to our company on the closing date. We will not be able to use such proceeds in China, however, until we complete certain remittance procedures in China. If we complete this offering, then on the closing date, we will issue ordinary shares to investors in the offering and Placement Agent Warrants to our Placement Agent exercisable at a rate of one warrant per share to purchase up to 10% of the aggregate number of Ordinary Shares sold in this offering.

[Table of Contents](#)**Management****Directors and Executive Officers**

The following table sets forth our executive officers and directors, their ages and the positions held by them:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointed</u>
Mr. Hong Yu <sup>(1)</sup>	50	Chairman of the Board and Director	2010
Mr. Taylor Z. Guo <sup>(1)</sup>	38	Chief Executive Officer, Director	2010
Ms. Sabrina Y. Ren <sup>(1)</sup>	38	Chief Financial Officer	2010
Dr. Wenbo Chen <sup>(1)</sup>	74	Independent Director	2010
Mr. Youhang Peng <sup>(1)</sup>	48	Independent Director	2010
Mr. Solomon Chen <sup>(1)</sup>	33	Independent Director	2010

<sup>(1)</sup> The business address for each of Mr. Yu, Mr. Guo, Ms. Ren, Dr. Chen, Mr. Peng and Mr. Chen is: 53 Niwang Road, Shangri-La County, Yunnan Province, China

Mr. Hong Yu. Mr. Yu has served as our Chair since April 2010. Mr. Yu is the founder of YSTP, and has served as its Chairman of the Board and General Manager (roughly equivalent to Chief Executive Officer) from 2000 until mid-2009. Mr. Yu holds a MBA from Yunnan Finance and Trade Institute. Mr. Yu was nominated as a director for his knowledge with Tibetan culture and medicine and his leadership of our company.

Mr. Taylor Z. Guo. Mr. Guo has served as a director and our CEO since 2010; he also has served as the General Manager (or CEO) of YSTP since mid-2009. From 2004 to 2009, Mr. Guo was director of Bao-Wei Electronics Limited. Mr. Guo holds a bachelor degree from Dalian University of Technology and a MBA from University of Minnesota. Mr. Guo was nominated as a director because of his operating and management experience.

Ms. Sabrina Y. Ren has served as our Chief Financial Officer since 2010; she serves in the same position for YSTP. From 2000 through 2009, she worked for Yunnan Kangle Pharmaceuticals Co., Ltd. Ms. Ren holds a bachelor degree of Accounting from Henan Financial Institute. Ms. Ren has been retained because of her significant finance and accounting experience, especially in pharmaceutical companies.

Dr. Wenbo Chen. Dr. Chen has served as an independent Director since April 2010. Dr. Chen has been chairman and chief physician of Beijing Medical Center of Famous Physicians since 1993, professor of Beijing University of Chinese Medicine since 1990. Dr. Chen also serves as director of China Geriatric Association and director of Beijing Association of Chinese Medicine. From 1981 through 1998, Dr. Chen was dean and president of Beijing Gulou (Drum Tower) Hospital of Chinese Medicine. Dr. Chen is recognized as a national level expert in traditional Chinese medicine. He was awarded “China’s 100 Top Doctors in Traditional Chinese Medicine”, and enjoys government special allowance issued to him by China Department of State. Dr. Chen has published many books, research papers, and articles. He was the editor for the Journal of Traditional Chinese Medicine. Dr. Chen was nominated as a director because of his outstanding industry knowledge and reputation.

Mr. Youhang Peng. Mr. Peng has served as an independent Director since April 2010. Since 2004, Mr. Peng has been the Senior Managing Director of Caybridge International, Inc., whose principal address is in Coppell, Texas. Mr. Peng holds a bachelor degree from Tsinghua University and a master degree from University of California at Davis. Mr. Peng was nominated as an independent director because of his experience in capital markets.

Mr. Solomon Chen. Mr. Chen has served as an independent Director since April 2010. Since 2004, Mr. Chen has been audit manager of Deloitte Touche Tohmatsu CPA (Shenzhen). Mr. Chen holds a bachelor degree from Xiamen University. Mr. Chen is a Certified Public Accountant (China) and a Certified Tax Accountant (China). Mr. Chen serves as our Audit Committee financial expert. Mr. Chen was nominated as an independent director because of his experience in audit, accounting, internal control review, and transactional advisory experience in merger and acquisitions.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on the 14th day of May, 2010.

**SHANGRI-LA TIBETAN PHARMACEUTICALS,  
INC.**

/s/ Taylor Z. Guo

Taylor Z. Guo  
Chief Executive Officer  
(Principal Executive Officer)

Date: May 14, 2010

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Taylor Z. Guo his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended and all post-effective amendments thereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitutes, may lawfully do or cause to be done by virtue hereof.

Date: May 14, 2010

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hong Yu</u> Hong Yu	Chairman of the Board of Directors	May 14, 2010
<u>/s/ Taylor Z. Guo</u> Taylor Z. Guo	Chief Executive Officer, Director (Principal Executive Officer)	May 14, 2010
<u>/s/ Sabrina Y. Ren</u> Sabrina Y. Ren	Chief Financial Officer (Principal Accounting and Financial Officer)	May 14, 2010
<u>/s/ Wenbo Chen</u> Dr. Wenbo Chen	Director	May 14, 2010
<u>/s/ Youhang Peng</u> Youhang Peng	Director	May 14, 2010
<u>/s/ Solomon Chen</u> Solomon Chen	Director	May 14, 2010